

EXHIBIT B

Form of Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (KJC)
) (Jointly Administered)
Reorganized Debtors.)
) Re docket no. _____
) Hearing Agenda item no. _____

**ORDER GRANTING THE RELIEF SOUGHT IN REORGANIZED DEBTORS'
OBJECTION TO CLAIM NO. 6078 FILED BY IRVING SHAFFER, AS TRUSTEE OF
THE SHAFFER REALTY NOMINEE TRUST AND OF THE BIM INVESTMENT
TRUST (SUBSTANTIVE OBJECTION)**

Upon consideration of the Reorganized Debtors' *Objection to Claim No. 6078 Filed by Irving Shaffer, as Trustee of the Shaffer Realty Nominee Trust and of the BIM Investment Trust (Substantive Objection)* (the "Objection") of the above captioned Reorganized Debtors, seeking entry of an order disallowing and expunging Claim no. 6078; it appearing that the relief requested is in the best interests of the Reorganized Debtors, their estates, their creditors and other parties-in-interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:²

1. The Objection is granted in its entirety.

¹ The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") and W. R. Grace & Co. Conn. ("Grace-Conn.").

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Objection.

2. Claim No. 6078, filed by Irving Shaffer, as Trustee of the Shaffer Realty Nominee Trust and of the BIM Investment Trust (the "Claimant"), is disallowed in its entirety and expunged.
3. The Reorganized Debtors are authorized to take all actions that may be necessary to reflect the disallowance of Claim no. 6078 including but not limited to directing Rust Consulting, Inc., their claims agent, to update the claims register to reflect such disallowance.
4. Nothing in this Order shall be construed to preclude the Reorganized Debtors from seeking a recovery arising from either their potential counter-claims against Claimant or for damages arising from any breach by Claimant of the Joint Defense Agreement.
5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of Fed. R. Bankr. P. 3007(a) and the local rules of the Court are satisfied by such notice.
6. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.
7. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 7062, Fed. R. Bankr. P. 9014 or otherwise.

Dated: _____, 2014

Honorable Kevin J. Carey
United States Bankruptcy Judge